

# Southern Pacific Transportation Company

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RECORDATION NO. 6050 F  
Filed 1425  
JUN 13 1984 - 2 15 PM  
June 12, 1984

INTERSTATE COMMERCE COMMISSION

4-165A121

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: Agreement of Conditional Sale dated as of  
January 1, 1969, among Southern Pacific  
Company, First Pennsylvania Bank, N.A.,  
and General Motors Corporation (Electro-  
Motive Division) -- Declaration of Full  
Payment

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Declaration of Full Payment dated as of May 15, 1984, between Southern Pacific Transportation Company, as successor by merger to former Southern Pacific Company, and First Pennsylvania Bank, N.A., for the above-entitled Agreement of Conditional Sale and Agreement and Assignment dated as of January 1, 1969, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 (former Section 20c) in this matter:

Temporary Agreement of Conditional Sale dated as of January 1, 1969, among Southern Pacific Company, First Pennsylvania Bank, N.A., and General Motors Corporation (Electro-Motive Division), recorded on January 30, 1969, at 11:00 AM, assigned Recordation No. 6050;

Agreement of Conditional Sale dated as of January 1, 1969, recorded on February 5, 1969, at 1:45 PM, assigned Recordation No. 6050-A;

Mr. James H. Bayne  
Page Two  
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Agreement and Assignment dated as of November 26, 1969, recorded on December 22, 1969, at 11:05 AM, assigned Recordation No. 6050-B;

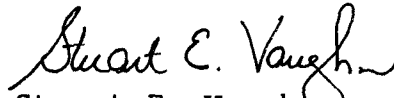
First Supplemental Agreement dated as of February 12, 1982, recorded on March 3, 1982, at 1:25 PM, assigned Recordation No. 6050-C;

Second Supplemental Agreement dated as of November 15, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 6050-D; and

Assignment and Transfer of Certain Road Equipment dated as of November 15, 1983, recorded on January 9, 1984, at 3:00 PM, assigned Recordation No. 6050-E.

When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return three (3) counterparts to her.

Very truly yours,

  
Stuart E. Vaughn

Enclosures

cc: Mr. D. A. Smith  
(Attn: Mr. L. S. Vollmer)  
Mr. E. L. Johnson  
(Attn: Mr. G. J. Reilly  
Mr. S. Jackovich)

APR 27 1970 -4 45 PM

INERSTATE COMMERCE COMMISSION

OWNERS' EQUIPMENT CONSTRUCTION ACCOUNT 691  
AMENDMENT NO. 7 TO RAILROAD EQUIPMENT LEASE

THIS AMENDMENT NO. 7 dated as of March 1, 1970, to Railroad Equipment Lease dated as of December 1, 1968, as amended ("Railroad Equipment Lease"), between J. A. Zerbe of 234 Buckboard Road, Willow Grove, Pennsylvania, and R. J. Young of 342 Maple Avenue, North Hills, Pennsylvania ("Lessors") and Penn Central Company, now known as Penn Central Transportation Company ("Lessee");

WHEREAS, Lessors and Lessee have entered into the Railroad Equipment Lease providing for the leasing of certain railroad equipment constructed under a Construction Agreement (as defined in the Railroad Equipment Lease) ("Construction Agreement") between Lessors (as Owners) and Lessee (as Builder);

WHEREAS, Lessors and Lessee entered into an Amendment No. 5 dated as of October 1, 1969 to the Railroad Equipment Lease for the purpose of placing additional units of railroad equipment, described in Schedule A thereto, under the provisions of the Railroad Equipment Lease;

WHEREAS, certain of such units of railroad equipment ("Excepted Units") have not delivered by Lessors to Lessee pursuant to the Lease, come under the provisions of the Lease or been placed into railroad service, but remain in storage on the tracks of the builder thereof awaiting consumation of long term financing arrangements;

WHEREAS, Lessors and Lessee desire to delete the Excepted Units from the Railroad Equipment Lease;

NOW, THEREFORE, the parties hereto, each intending to be legally bound, hereby agree that the Railroad Equipment Lease is hereby amended to show that the Excepted Equipment described in Schedule A hereto has never been subject to the provisions of the said Railroad Equipment Lease.

IN WITNESS WHEREOF, the Lessors have hereunto set their respective hands, and the Lessee has caused this instrument to be executed in its name and its corporate seal to be hereunto affixed, duly attested all as of the day and year first written above.

Witness:

Robert A. Stahl

J. A. Zerbe (SEAL)  
J. A. Zerbe

R. J. Young (SEAL)  
R. J. Young

Attest:

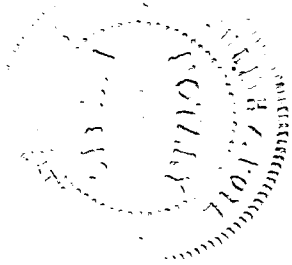
PENN CENTRAL TRANSPORTATION COMPANY

J. Brittingham  
Assistant Secretary

By: R. W. Ford  
Assistant Vice President

COMMONWEALTH OF PENNSYLVANIA)  
COUNTY OF PHILADELPHIA ) ss.

On this *VI<sup>th</sup>* day of *June* 1970, before me personally appeared J. A. Zerbe and R. J. Young to me known to be the persons described in and who executed the foregoing instrument, and each of them acknowledged that he executed the same as his free act and deed.



*Judith Z. Pote*  
\_\_\_\_\_  
Notary Public

JUDITH Z. POTE

Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires January 28, 1974

COMMONWEALTH OF PENNSYLVANIA)  
COUNTY OF PHILADELPHIA ) ss.

On this *22<sup>nd</sup>* day of *April* 1970, before me personally appeared R. W. Loder, to me personally known, who, being by me duly sworn, says that he is the Assistant Vice President of Penn Central Transportation Company, that the seal affixed to the foregoing instrument, is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was in the free act and deed of said corporation.

*William J. O'Neill*  
\_\_\_\_\_  
Notary Public

WILLIAM J. O'NEIL

Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires June 26, 1972



SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Numbers</u>
51	65' 70-Ton Gondolas	592000-592050
1000	52' 6" 100-Ton Gondolas	Numbers were not included in Amendment No. 5 but were to have been supplied later. The following cars were to have been included and are hereby deleted 564450 to 564949 both inclusive and 578750 to 579249, both inclusive.